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INTERSTATE COMMERCE COMMISSION

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BY HAND DELIVERY MAR 15 1991 -1 55 PM

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, DC 20423

Dear Ms. McGee:

I have enclosed three originals of the documents described below to be recorded pursuant to Section 11303 of Title 49 of the United States Code. These documents are:

1. Lease Supplement No. 2 dated as of March 12, 1991, a secondary document which supplements the Lease of Railroad Equipment dated as of May 30, 1990.
2. Sublease Supplement No. 2 dated as of March 12, 1991, a secondary document which supplements the Sublease of Railroad Equipment dated as of May 30, 1990.
3. Trust Indenture Supplement Nos. 3 and 4, dated as of March 12, 1991, secondary documents which supplement the Trust Indenture and Security Agreement (Mortgage) (the "Trust Indenture") dated as of May 30, 1990.
4. Lessee Security Agreement Supplement No. 2 dated as of March 12, 1991, a secondary document which supplements the Lessee Security Agreement (Mortgage) (the "Lessee Security Agreement"), dated as of May 30, 1990.
5. Release of Lien from the Trust Indenture, dated as of March 12, 1990, a secondary document which releases a lien established under the Trust Indenture.
6. Release of Lien on the Leasehold Security Interest from the Indenture, dated as of March 12, 1990, a secondary document which releases a lien established under the Lessee Security Agreement.

Amtrak requests that all of the documents listed herein, whether primary or secondary, be filed under Recordation No. 16917.

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The parties to the above-listed documents include the following:

1. Lease Supplement No. 2: National Railroad Passenger Corporation ("Amtrak") as lessor and The New Connecticut Bank and Trust Company, National Association, successor to The Connecticut Bank and Trust Company, as Owner Trustee ("Owner Trustee").
2. Sublease Supplement No. 2: Owner Trustee as sublessor and Amtrak as Sublessee.
3. Trust Indenture Supplement Nos. 3 and 4: Owner Trustee as mortgagor, Amtrak as consenting party to the Trust Indenture, and Meridian Trust Company ("Indenture Trustee") as mortgagee.
4. Lessee Security Agreement Supplement No. 2: Amtrak as consenting party to the Lessee Security Agreement and Owner Trustee.
5. Release of Lien from the Trust Indenture: Indenture Trustee.
6. Release of Lien on the Leasehold Security Interest from the Indenture: Owner Trustee.

The addresses of the parties are:

The Connecticut Bank and Trust Company
National Association
One Constitution Plaza
Hartford, Connecticut 06115

Meridian Trust Company
35 North 6th Street
Reading, PA 19603

National Railroad Passenger Corporation
60 Massachusetts Avenue, N.E.
Washington, D.C. 20002
Attention: Corporate Secretary

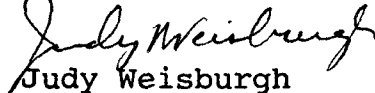
The documents listed above are for the purpose of releasing Material Handling Car #1551 and adding Material Handling Car #1473 to the Lease, Sublease, Trust Indenture, Lessee Security Agreement, Lien of the Trust Indenture and Leasehold Security Interest to the Trust Indenture, in accordance to Section 7.2 of the Sublease dated May 30, 1990.

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A fee of \$105 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the person delivering same stamped with the appropriate recordation number.

The undersigned is one of the attorneys for Amtrak.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Judy Weisburgh".

Judy Weisburgh
Associate General Counsel

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INTERSTATE COMMERCE COMMISSION

INDENTURE SUPPLEMENT NO. 3
Trust Indenture Estate (Amtrak)

THIS INDENTURE SUPPLEMENT NO. 3, DATED AS OF March 12, 1991 between NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia, also known as Amtrak, and MERIDIAN TRUST COMPANY, a Pennsylvania trust company, not in its individual capacity but solely as Indenture Trustee, except as expressly provided herein.

W I T N E S S E T H:

WHEREAS, Amtrak, Owner Trustee and Indenture Trustee have heretofore entered into that certain Trust Indenture and Security Agreement (Mortgage) dated as of May 30, 1990 (the "Indenture"); the capitalized terms used and not otherwise defined herein and defined, either directly or by cross-reference, in the Indenture being used herein with the respective meanings assigned thereto in the Indenture, which Indenture provides for the execution and delivery from time to time of indenture supplements substantially in the form hereof for the purpose of subjecting the Trust Indenture Estate (Amtrak) to the Lien of the Indenture; and

WHEREAS, the Indenture was duly recorded with the ICC on June 29, 1990 as Recordation No. 16917-C; and

WHEREAS, on January 9, 1991, Amtrak informed Indenture Trustee that one unit under lease, Material Handling Car #1551 sustained damage in a Casualty Occurrence on December 12, 1990 and is considered irreparably damaged; and

WHEREAS, in that January 9, 1991 letter, Amtrak further advised that it intended to proceed in accordance with Section 7.2 of the Sublease and substitute a replacement unit under the Sublease thereby subjecting such unit to the terms and conditions under the Indenture; and

WHEREAS, the parties intend that Material Handling Car #1551 be released from the Indenture and the Replacement Unit described below be subject to the Indenture; and

WHEREAS, The Connecticut Bank and Trust Company, National Association, has been succeeded by The New Connecticut Bank and Trust Company, National Association.

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, the parties hereto

hereby agree as follows:

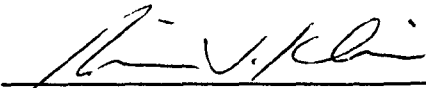
1. Amtrak hereby delivers, as part of the Trust Indenture Estate (Amtrak), and subjects to the Indenture, and Indenture Trustee hereby accepts as part of the Trust Indenture Estate (Amtrak), Material Handling Car, Amtrak Equipment Number 1473 (the "Replacement Unit"), which unit is being delivered pursuant to the Operative Documents in substitution of Material Handling Car #1551.

2. Amtrak confirms to Indenture Trustee that, effective on the date hereof, the Trust Indenture Estate (Amtrak) shall be deemed subject to the Lien of the Indenture and agrees that without limiting the foregoing the Replacement Unit described in Paragraph 1 above, and the interests therein of Amtrak under the lease thereof pursuant to the Lease, are deemed included in the Trust Indenture Estate (Amtrak) and subjected to the Lien of the Indenture. Amtrak represents and warrants to Indenture Trustee that said Paragraph 1 contains a correct and complete description of said Replacement Unit sufficient for the purposes of the Indenture.

3. This Indenture Supplement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties have caused this Indenture Supplement No. 3 to be duly executed by their respective duly authorized officers as of the date first set forth above.


NATIONAL RAILROAD PASSENGER
CORPORATION

By: 

Name: Richard I. Kohn

Title: Treasurer

MERIDIAN TRUST COMPANY
not in its individual capacity,
but solely as Indenture Trustee,
except as expressly provided
herein

By: 

Name: JAY T. BAUER

Title: ACCOUNT OFFICER

DISTRICT OF COLUMBIA)
)
CITY OF WASHINGTON) SS

On this 8th day of MARCH, 1991 before me personally appeared Richard I. Klein, to me personally known, who being by me duly sworn, says that he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors on such day, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

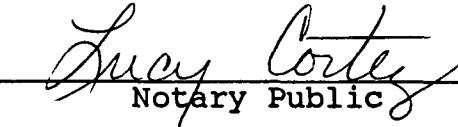
My Commission Expires:

1-1-95

[SEAL]

COMMONWEALTH OF PENNSYLVANIA)
) ss
COUNTY OF BERKS)

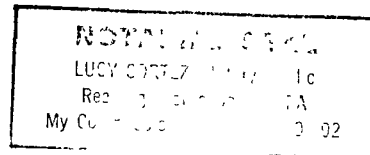
On this 13th day of March, 1991 before me personally appeared Jay T. Bauer, to me personally known, who being by me duly sworn, says that he is the Account Office of MERIDIAN TRUST COMPANY, a Pennsylvania trust company, that said instrument was signed on behalf of said corporation by authority of its Board of Directors on such day, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said Pennsylvania trust company.



Notary Public

My Commission Expires:

[SEAL]



DISTRICT OF COLUMBIA)
) ss
CITY OF WASHINGTON)

CERTIFICATION

On this 15th day of March, 1991 before me personally appeared David A. Patterson, to me personally known, who being by me duly sworn, says that he is a Financial Analyst employed by NATIONAL RAILROAD PASSENGER CORPORATION, and who has certified to me that the foregoing INDENTURE SUPPLEMENT NO. 3 is a true and correct copy of the original document dated as of March 12, 1991.

Carolyn E. Mason
Notary Public

My Commission Expires:

Carolyn E. Mason
Notary Public, District of Columbia
My Commission Expires 1-1-95